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Form **990-PF**

Department of the Treasury

Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation Meritage Cares Foundation		A Employer identification number 46-5059067	
% Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside RD		C If exemption application is pending, check here ☐	
Room/suite			
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		D 1. Foreign organizations, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 272,967		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	50,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	58	58		
	4 Dividends and interest from securities	8,370	8,370		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,940			
	b Gross sales price for all assets on line 6a 263,783				
	7 Capital gain net income (from Part IV, line 2) . . .		6,940		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	65,368	15,368		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	3,054	3,054		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	57			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	20,101	91		20,010
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	23,212	3,145		20,010
	25 Contributions, gifts, grants paid	176,500			176,500
	26 Total expenses and disbursements. Add lines 24 and 25	199,712	3,145		196,510
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-134,344			
	b Net investment income (if negative, enter -0-)		12,223		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	46,412	43,112	43,112	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)	101,589	54,155	53,273	
	b	Investments—corporate stock (attach schedule)	194,481	121,838	116,309	
	c	Investments—corporate bonds (attach schedule)	72,339	61,372	60,273	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans.				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	414,821	280,477	272,967		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities(add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	414,821	280,477		
	30	Total net assets or fund balances(see instructions)	414,821	280,477		
31	Total liabilities and net assets/fund balances(see instructions)	414,821	280,477			

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	414,821
2	Enter amount from Part I, line 27a	2	-134,344
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	280,477
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	280,477

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	Publicly-traded Securities			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 263,783		256,843	6,940
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			6,940
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	6,940
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	88,033	429,995	0 20473
2013	0	0	0 0
2012	0	0	0 0
2011	0	0	0 0
2010	0	0	0 0

2	Total of line 1, column (d).	2	0 20473
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 20473
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	367,768
5	Multiply line 4 by line 3.	5	75,293
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	122
7	Add lines 5 and 6.	7	75,415
8	Enter qualifying distributions from Part XII, line 4.	8	196,510

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

3

Add lines 1 and 2.

3

122

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

122

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

0

8

Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

8

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

122

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

10

11

Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded

11

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation \$ _____ (2) On foundation managers \$ _____

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

Yes

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
AZ

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

No

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	Yes	
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☐ Yes ☒ No	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	☐ Yes ☒ No	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years 20 , 20 , 20 , 20	☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).		2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Steven J Hilton	Pres / Dir	0	0	0
Foundation Source 501 Silverside RD Wilmington, DE 198091377	1 0			
Hilla Sferruzza	Treas	0	0	0
Foundation Source 501 Silverside RD Wilmington, DE 198091377	1 0			
C Timothy White	VP / Dir / Sec	0	0	0
Foundation Source 501 Silverside RD Wilmington, DE 198091377	1 0			

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

Total

number of other employees paid over \$50,000.

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3. ▶	

Part X

Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	312,777
b	Average of monthly cash balances.	1b	60,592
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	373,369
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	373,369
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,601
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	367,768
6	Minimum investment return.Enter 5% of line 5.	6	18,388

Part XI

Distributable Amount

(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	18,388
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	122
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	122
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	18,266
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	18,266
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amountas adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	18,266

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	196,510
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions.Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	196,510
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	122
6	Adjusted qualifying distributions.Subtract line 5 from line 4.	6	196,388

Note:The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				18,266
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 2013 , 2012 , 2011				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014. 70,242				
f Total of lines 3a through e.	70,242			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 196,510				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				18,266
e Remaining amount distributed out of corpus	178,244			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	248,486			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	248,486			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014. 70,242				
e Excess from 2015. 178,244				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b

85% of line 2a

c

Qualifying distributions from Part XII, line 4 for each year listed

d

Amounts included in line 2c not used directly for active conduct of exempt activities

e

Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3

Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or email address of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	176,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	58	
4	Dividends and interest from securities. . . .			14	8,370	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	6,940	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). . .				15,368	
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		15,368

[illegible]

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
100 CLUB OF ARIZONA 333 N 44TH ST STE 100 PHOENIX,AZ 85008	N/A	PC	General & Unrestricted	2,500
AMERICAN DIABETES ASSOCIATION INC PO BOX 1834 MERRIFIELD,VA 22116	N/A	PC	General & Unrestricted	2,500
ARIZONA FRIENDS OF FOSTER CHILDREN FOUNDATION 1645 E MISSOURI AVE STE 450 PHOENIX,AZ 85016	N/A	PC	General & Unrestricted	3,750
BOYS HOPE GIRLS HOPE 3443 N CENTRAL AVE STE 713 PHOENIX,AZ 85012	N/A	PC	General & Unrestricted	2,500
CAPITAL AREA FOOD BANK OF TEXAS INC 8201 S CONGRESS AVE AUSTIN,TX 78745	N/A	PC	General & Unrestricted	2,500
CARITAS OF AUSTIN 611 NECHES ST AUSTIN,TX 78701	N/A	PC	General & Unrestricted	2,500
CASA DE LOS NINOS INC 1101 N 4TH AVE TUCSON,AZ 85705	N/A	PC	General & Unrestricted	5,000
CHILDREN IN NEED OF HUGS 274 E SUNSET AVE PMB 201 SUISUN CITY,CA 94585	N/A	PC	General & Unrestricted	2,500
CHILDRENS HOME INC 10909 MEMORIAL HWY TAMPA,FL 33615	N/A	PC	General & Unrestricted	5,000
CHILDRENS MUSEUM INC 1500 BINZ ST HOUSTON,TX 77004	N/A	PC	General & Unrestricted	3,500
COLLEGE SUCCESS ARIZONA 4040 E CAMELBACK RD STE 220 PHOENIX,AZ 85018	N/A	PC	Charitable Event	5,000
COMMUNITIES IN SCHOOLS OF SAN ANTONIO 1616 E COMMERCE ST BLDG 1 SAN ANTONIO,TX 78205	N/A	PC	Backpack Buddies/School Supply Drive Program	500
COMMUNITY FOOD BANK INC 3003 S COUNTRY CLUB RD TUCSON,AZ 85713	N/A	PC	General & Unrestricted	5,000
CROSS TRAIL OUTFITTERS INC 10814 WINTER CRK SAN ANTONIO,TX 78254	N/A	PC	General & Unrestricted	2,500
DENVER RESCUE MISSION 3501 E 46TH AVE DENVER,CO 80216	N/A	PC	General & Unrestricted	2,500
Total				176,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DIAKONOS INC PO BOX 5217 STATESVILLE,NC 28687	N/A	PC	Fifth Street Ministries	1,000
ELF LOUISE INC PO BOX 39107 SAN ANTONIO,TX 78218	N/A	PC	General & Unrestricted	2,500
FAMILY SERVICE ASSOCIATION 702 SAN PEDRO AVE SAN ANTONIO,TX 78212	N/A	PC	Adopt a Family Christmas Event Program	2,500
FATHER FLANAGANS BOYS HOME 975 OKLAHOMA ST OVIEDO,FL 32765	N/A	PC	Boys Town Central Florida Program	5,000
FRIENDS OF THE ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK,NY 10018	N/A	PC	IMPACT ^I Scholarship Fund	5,000
FRISCO FAMILY SERVICES CENTER PO BOX 1387 FRISCO,TX 75034	N/A	PC	Holiday Toy Drive Program	2,500
GABRIELS ANGELS 727 E BETHANY HOME RD PHOENIX,AZ 85014	N/A	PC	Charitable Event	3,000
HABITAT FOR HUMANITY OF DURHAM INC 215 N CHURCH ST DURHAM,NC 27701	N/A	PC	New Home Construction Program	5,000
HICKORY RIDGE MIDDLE SCHOOL PTO 7336 RAGING RIDGE RD HARRISBURG,NC 28075	N/A	PC	Exceptional Children Department	2,000
JOHN C LINCOLN HEALTH FOUNDATION 2500 WUTOPIA RD STE 100 PHOENIX,AZ 85027	N/A	PC	General & Unrestricted	5,000
KITCHEN ON THE STREET INC 2650 E MOHAWK BLDG 3 STE 168 PHOENIX,AZ 85050	N/A	PC	General & Unrestricted	1,250
LIFEWORKS 3700 S 1ST ST AUSTIN,TX 78704	N/A	PC	General & Unrestricted	2,500
MIRACLE HILL MINISTRIES INC PO BOX 2546 GREENVILLE,SC 29602	N/A	PC	General & Unrestricted	5,000
MIRACLE HILL MINISTRIES INC PO BOX 2546 GREENVILLE,SC 29602	N/A	PC	Shepard's Gate Capital Project for Playground	3,000
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS,TX 75236	N/A	PC	Holiday Food Drive Program	2,500
Total  3a				176,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL TEXAS 1315 BARBARA JORDAN BLVD AUSTIN,TX 78723	N/A	PC	General & Unrestricted	2,500
RONALD MCDONALD HOUSE CHARITIES OF SAN ANTONIO TEX 4803 SID KATZ DR SAN ANTONIO,TX 78229	N/A	PC	General & Unrestricted	2,500
RONALD MCDONALD HOUSE CHARITIES OF TAMPA BAY INC BAY INC 28 COLUMBIA DR TAMPA,FL 33606	N/A	PC	General & Unrestricted	4,000
RONALD MCDONALD HOUSE OF CHARLOTTE INC 101 N TRYON ST STE 1900 CHARLOTTE,NC 28246	N/A	PC	General & Unrestricted	1,000
SAFEQUEST SOLANO 1049 UNION AVE FAIRFIELD,CA 94533	N/A	PC	General & Unrestricted	2,500
SAINT SPYRIDON GREEK ORTHODOX CHURCH 807 W 29TH ST LOVELAND,CO 80538	N/A	PC	Charitable Event	2,500
SAN ANTONIO FOOD BANK INC 5200 OLD HWY 90 W SAN ANTONIO,TX 78227	N/A	PC	General & Unrestricted	2,500
SAVE THE FAMILY FOUNDATION OF ARIZONA 125 E UNIVERSITY DR MESA,AZ 85201	N/A	PC	General & Unrestricted	1,250
SECOND HARVEST FOOD BANK OF METROLINA INC 500 SPRATT ST STE B CHARLOTTE,NC 28206	N/A	PC	General & Unrestricted	1,000
SHELTER PROVIDERS OF SACRAMENTO INC 1536 EUREKA RD ROSEVILLE,CA 95661	N/A	PC	General & Unrestricted	5,000
SILVER LINING RIDING PROGRAM 18330 N 79TH AVE APT 3116 GLENDALE,AZ 85308	N/A	PC	General & Unrestricted	2,500
SOJOURNER CENTER PO BOX 20156 PHOENIX,AZ 85036	N/A	PC	General & Unrestricted	1,250
SPECIAL OLYMPICS ARIZONA INC 2100 S 75TH AVE PHOENIX,AZ 85043	N/A	PC	Charitable Event	2,500
ST PETER-ST JOSEPH CHILDRENS HOME 919 MISSION RD SAN ANTONIO,TX 78210	N/A	PC	Wish List Christmas Event Program	2,500
STAND FOR CHILDREN LEADERSHIP CENTER 1732 NW QUIMBY ST STE 200 PORTLAND,OR 97209	N/A	PC	Stand For Children Arizona Division	5,000
Total  3a				176,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUPPORTING ADOPTION & FOSTER FAMILIES TOGETHER INC 608 VETERANS MEMORIAL BLVD CUMMING,GA 30040	N/A	PC	General & Unrestricted	7,500
TENNYSON CENTER FOR CHILDREN AT COLORADO CHRISTIAN 2950 TENNYSON ST DENVER,CO 80212	N/A	PC	General & Unrestricted	2,500
TEXAS LIFE WARRIORS 30335 LEGACY PINES DR SPRING,TX 77386	N/A	PC	Transplant Games of America Program	2,500
THE SALVATION ARMY 7361 AIRLINE HWY BATON ROUGE,LA 70805	N/A	PC	Nashville, TN Area Command Project	5,000
TRAVIS COUNTY DOMESTIC VIOLENCE AND SEXUAL ASSAULT PO BOX 19454 AUSTIN,TX 78760	N/A	PC	Safe Place Division	2,500
UNITED STATES CATHOLIC CONFERENCE 1115 MISSION RD SAN ANTONIO,TX 78210	N/A	PC	Seton Home for Pregnant Women Program	2,500
UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON,AZ 85721	N/A	PC	Eller College of Management/Meritage Homes Real Estate Challenge	15,000
WORKING WARDROBES FOR A NEW START 3030 PULLMAN ST STE A COSTA MESA,CA 92626	N/A	PC	Luncheon Program	5,000
Total.			3a	176,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: Mentage Cares Foundation

EIN: 46-5059067

TY 2015 Investments Corporate Bonds Schedule

Name: Mentage Cares Foundation

EIN: 46-5059067

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACTAVIS FUNDING SCS NOTE - 2.3	4,034	4,000
AIG BOND - 3.750% - 07/10/2025	4,051	3,964
AMERICAN EXPRESS - 2.250% - 08	4,031	4,001
APPLE INC - 1.000% - 05/03/201	3,905	3,968
COMCAST CORP NOTES - 5.150% -	3,429	3,352
CVS CAREMARK - 5.750% - 06/01/	3,402	3,176
ENTERPRISE PRODUCTS - 0.034% -	1,926	1,809
GENERAL ELEC CAP CORP - 5.300%	3,399	3,383
GILEAD SCIENCES INC - 3.700% -	2,034	2,049
GOLDMAN SACHS GROUP INC - 1.46	4,063	4,018
HSBC HLDGS PLC SR GLBL NT - 4.	2,105	2,100
JP MORGAN CHASE & CO - 3.625%	3,010	3,044
MERRILL LYNCH MTN BE - 6.400%	3,445	3,221
RIO TINTO FIN USA PLC - 1.625%	4,027	3,943
TIME WARNER INC - 4.750% - 03/	2,219	2,150
U S BANCORP - 1.950% - 11/15/2	4,056	4,024
VERIZON COMMUNICATIONS - 3.500	4,124	3,951
WELLS FARGO CO - 3.500% - 03/0	4,112	4,120

TY 2015 Investments Corporate Stock Schedule

Name: Mentage Cares Foundation
EIN: 46-5059067

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AARON'S INC	396	269
ADT LTD	477	462
AECOM TECHNOLOGY CORPORATION	365	330
AES CORP	294	297
AETNA INC	207	324
AGCO CP	432	363
AIA GROUP LTD	942	1,133
ALLERGAN PLC	822	1,250
ALLIANZ SE	957	1,004
AMC NETWORKS INC	265	299
AMERICAN CAPITAL LTD	487	455
AMERIPRISE FINANCIAL INC	320	319
ANADARKO PETROLEUM CORP	2,273	1,215
ANHEUSER BUSCH COS INC	649	750
ANNALY MTG MGMT INC.	879	732
ARM HOLDINGS PLC	870	814
ARROW ELECTRONICS INC	537	488
ASCENA RETAIL GROUP, INC	1,057	670
ASSURED GUARANTY LTD	675	740
AT&T, INC	269	275
ATLAS COPCO AB A SHS	527	440
AUTODESK, INC	724	914
AVNET INC	306	300
AXALTA COATING SYSTEMS LTD	578	560
BAIDU.COM - ADR	987	945
BANCO BILBAO ARG SA	568	337
BANCO ITAU HOLDING FINANCIERA	721	430
BANK NEW YORK MELLON CORP	314	330
BAYERISCHE MOTOREN WERKE	811	663
BB&T CP	335	340

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BECTON DICKINSON & CO	567	770
BERKLEY W R CP	330	329
BEST BUY INC	492	426
BG GROUP PLC ADS	773	682
BOEING CO	269	289
BROADCOM CORPORATION	517	983
BUNGE LTD	700	615
CANADIAN NATL RAILWAY CO	638	615
CAPITAL ONE FINANCIAL CORP	317	289
CBS CORP CL B	722	801
CHESAPEAKE ENERGY CORPORATION	293	284
CHICOS FAS INC	573	373
CINCINNATI FINANCIAL CORP	324	355
CITRIX SYSTEMS INC	466	605
CIVEO CORPORATION	364	77
COLOPLAST AS ADR	159	186
COMCAST CORP	1,712	1,918
CONVERGYS CP	325	348
CORNING INC	466	402
CREE, INC	594	320
CSL LTD	537	651
CVS CAREMARK CORP	292	391
DARDEN RESTAURANTS INC	299	318
DASSAULT SYS SA SPN ADR	1,043	1,362
DBS GROUP HLDGS SPON ADR	481	420
DICE HOLDINGS, INC	401	495
DISCOVERY COMMUNICATIONS CL A	438	400
DOLBY LABORATORIES	395	303
DOMTAR LTD	364	296
DOW CHEMICAL PV	306	309

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DST SYS INC.	479	570
E*TRADE FINANCIAL CORP	903	1,245
EASTMAN CHEMICAL CO	444	338
ENDURANCE SPCLTY HLDGS LTD	731	896
ENPRO INDUSTRIES INC	705	658
ENSCO PLC	454	200
ENSTAR GROUP INC	678	750
ENTERGY CORP	377	342
EVEREST RE GROUP LTD	321	366
EXELON CORPORATION	338	278
EXPRESS SCRIPTS HOLDING CO	338	350
FANUC LIMITED UNSPONSORED	994	951
FIDELITY NATIONAL INFORMATION	637	727
FIFTH THIRD BANCORP	311	302
FIRST SOLAR INC	336	462
FIRSTMERIT CORPORATION	336	298
FLUOR CORP	1,478	897
FOOT LOCKER INC N.Y.	414	586
FORD MOTOR COMPANY	312	296
FREEPORT-MCMORAN COPPER & GOLD	935	460
FRESENIUS MED CAR AG	446	544
FUCHS PETROLUB SE	403	408
GAMESTOP CORP	365	252
GENERAL MOTORS	321	340
GENTEX CORPORATION	724	752
GOODYEAR TIRE & RUBBER COMPANY	352	359
GRIFOLS SA REP 1/2 CL B	312	292
HANOVER INS GROUP	368	407
HARRIS CORP DEL	320	348
HARTFORD FINANCIALSERVICES GRO	327	304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HERTZ GLOBAL HOLDINGS INC	901	583
HESS CORP	350	242
HOLLYFRONTIER CORP	305	239
HUNTINGTON BANCSHARES INC	319	321
ICICI BK LTD ADS	643	572
II VI INC	383	483
IMMUNOGEN, INC	347	353
IMPERIAL OIL LMT	430	293
INGRAM MICRO INC - CL A	323	365
INGREDION INC	325	383
INTEL CORP	308	345
INTERPUBLIC GROUP OF COS	657	838
IONIS PHARMACEUTICALS INC	127	310
JACOBS ENGINEERNG GP	974	965
JETBLUE AIRWAYS CORP	149	272
JGC CORP ADR	734	336
JP MORGAN CHASE	401	396
JUNIPER NETWORKS	327	386
KNOWLES CORPORATION	1,065	520
KOHL'S CORP	659	476
KONE OYJ ADR B SHS	462	420
L'AIR LIQUIDE ADR OTC	934	830
L'OREAL ADR	778	776
L-3 COMMUNICATIONS CORP	1,058	1,076
LABORATORY CORP AMER HLDGS	1,050	1,236
LEUCADIA NATL CORP	1,832	1,373
LIBERTY BROADBAND CORP (LBRDA)	44	52
LIBERTY BROADBAND CORP (LBRDK)	86	104
LIBERTY INTERACTIVE CORPORATIO	603	656
LIBERTY MEDIA CORPORATION	252	305

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LIBERTY MEDIA CORPORATION	132	157
LIBERTY VENTURES	93	135
LINCOLN NATIONAL CORP	1,092	1,106
LINDE AG SPONSORED ADR	341	260
LVMH MOET HENN UNSP	394	315
LYONDELLBASELL INDUSTRIES NV	356	348
MACY'S INC	461	280
MANPOWER GROUP INC	344	337
MARATHON PETROLEUM CORP	272	311
MARKEL CORP	616	883
MEDTRONIC PLC	462	462
MEREDITH CORP	284	260
MICROSTRATEGY INCORPORATED	333	538
MITSUBISHI ESTATE CO ADR	361	332
MONOTARO CO., LTD	147	361
MORGAN STANLEY	340	318
MTN GROUP LTD SPON ADR	586	237
NASDAQ OMX GROUP	255	407
NASPERS LTD N SPONS ADR	411	409
NATL OILWELL VARCO	1,186	536
NCR CP	740	563
NESTLE S.A	1,140	1,116
NEWS CORP LTD ADR	1,086	1,005
NOBLE CORPORATION	709	580
NORTHROP GRUMMAN CORP	244	378
NOVO NORDISK A S	498	639
NOW INC	528	285
NUANCE COMMUNICATIONS, INC	288	358
NUCOR CP	1,157	887
OMNICOM GROUP	1,310	1,437

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORBIAL ATK, INC	327	447
PACWEST BANCORP	324	302
PENTAIR INC.	677	446
PHILLIPS 66	311	327
PITNEY BOWES INC	305	310
PNC FINANCIAL GROUP INC	339	381
PROGRESSIVE CORP OHIO	312	350
BIOGEN INC	1,787	1,837
PUBLIC SVC ENTERPRISE GROUP IN	342	310
PVH CORP	348	221
RAYONIER ADVANCED MATERIALS IN	638	176
RAYTHEON CO	301	374
REINSURANCE GROUP AMER INC	313	342
RELIANCE STL & ALMN	395	347
ROCHE HOLDING LTD ADR	1,141	1,103
ROWAN CO PLC	294	288
RYMAN HOSPITALITY PROPERTIES	742	826
SANDISK CORP	882	912
SANDS CHINA LTD UNSP ADR	809	408
SAP AKTIENGESELL ADS	950	949
SASOL LTD	484	295
SCHLUMBERGER LTD	942	698
SEAGATE TECHNOLOGY	1,749	1,282
SONOCO PRODUCTS COMPANY	501	490
SONOVA HOLDING AG AD	400	354
SOUTHWESTERN ENERGY	169	220
STARZ	159	168
STEEL DYNAMICS INC	322	268
SUNTRUST BKS INC	429	471
SVENSKA HANDELSBK UNS ADR	362	290

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYMANTEC CORP	434	441
SYMRISE AG UNSPONSORED	341	412
SYNOVUS FINL CP	310	389
SYSMEX CORP UNSP ASDR	450	937
T. ROWE PRICE ASSOCIATES	837	786
TAIWAN SEMICONDUCTOR MFG CO LT	1,077	1,206
TARGET CORPORATION	313	290
TE CONNECTIVITY LTD	1,089	1,163
TEGNA	310	281
TESORO CORP	224	211
TETRA TECH INC	608	651
THOR INDS INC	290	281
TORCHMARK CORP	343	343
TRAVELERS COMPANIES INC	394	451
TURKIYE GARANTI BANK	431	286
TWITTER INC	607	555
TYCO INTERNATIONAL LTD	1,104	829
UNICHARM CORP - SPN ADR	659	730
UNILEVER PLC AMER	533	517
UNITEDHEALTH GROUP INC	1,357	2,117
UNIVERSAL HLTH SVC B	231	358
UNUM CORP	339	333
VALERO ENERGY CORP	244	354
VERIZON COMMUNICATIONS	348	324
VERTEX PHARMCTLS INC	333	629
VIACOM INC. CL B	590	288
WAL-MART STORES INC	298	307
WEATHERFORD INTL	2,616	1,217
WELLS FARGO & CO	495	544
WESTERN DIGITAL CORP	590	540

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WESTERN UNION CO	488	555
WHIRLPOOL CORP	348	294
WILLIS GROUP HOLDINGS LTD	1,113	1,262
WPP GROUP PLC	961	1,033
XEROX CP	444	393
ZIMMER BIOMET HOLDINGS	983	1,026

TY 2015 Investments Government Obligations Schedule

Name: Mentage Cares Foundation

EIN: 46-5059067

**US Government Securities - End of
Year Book Value:**

54,155

**US Government Securities - End of
Year Fair Market Value:**

53,273

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2015 LiquidationExplanationStmt

Name: Mentage Cares Foundation

EIN: 46-5059067

Statement: This statement is submitted to report the distribution of certain assets during the year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions: During the taxable year ending December 31, 2015, the Foundation made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$176,500. This amount represents over 25% of the Foundation's net assets of \$421,506 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2015. Although the Foundation technically experienced a substantial contraction, it will continue in existence and has no plans for dissolution. The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein.

TY 2015 Other Expenses Schedule**Name:** Mentage Cares Foundation**EIN:** 46-5059067

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	20,000			20,000
Bank Charges	91	91		
State or Local Filing Fees	10			10

TY 2015 Other Professional Fees Schedule

Name: Mentage Cares Foundation

EIN: 46-5059067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	3,054	3,054		

TY 2015 Taxes Schedule

Name: Mentage Cares Foundation

EIN: 46-5059067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Excise Tax for 2014	57			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2015
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Name of the organization Meritage Cares Foundation	Employer identification number 46-5059067
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Organization type (check one)

Filers of: Form 990 or 990-EZ Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization Meritage Cares Foundation	Employer identification number 46-5059067
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1			Person ☒
	Meritage Homes Corporation 8800 East Raintree Drive	\$ 50,000	Payroll ☐
	Scottsdale, AZ 85260		Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)

Name of organization Meritage Cares Foundation	Employer identification number 46-5059067
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Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization Meritage Cares Foundation	Employer identification number 46-5059067
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	--		
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	--		
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	--		
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
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